



GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

LAW DEPARTMENT

RECORDATION NO. 5887-5 FILED 1425
NOV 30 1983 12 42 PM
INTERSTATE COMMERCE COMMISSION

No. 3-334 AD 77
Date NOV 30 1983
Fee \$ 10.00

November 23, 1983

ICC Washington, D. C.

Secretary of the Interstate
Commerce Commission
Washington, D.C. 20006

RE: General American Transportation Corporation
Equipment Trust Series 67

Gentlemen:

I am counsel to GATX Corporation and General American Transportation Corporation.

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of November 15, 1983, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on November 25, 1970 under Recordation No. 5887.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Citibank, N.A.
5 Hanover Square
New York, New York 10043
Attention: Ronald L. Pierce

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: J.R. Coulter

RECEIVED
NOV 30 12 42 PM '83
FEE OPERATION BR.
D.C.

Counterpart for 3-

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 67

REGISTRATION NO. 5887-3
FILED 1455

NOV 30 1983 12:44 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF NOVEMBER 15, 1983
TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1970

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of November 15, 1983.

CITIBANK, N.A., TRUSTEE

By: E. Hillman

ATTEST:

[Signature]
TRUST OFFICER

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: [Signature]
Treasurer

ATTEST:

[Signature]
Assistant Secretary

3775D

STATE OF New York)

) ss.:

COUNTY OF New York)

On this 15th day of November, before me personally appeared E. GIBSONS, to me personally known, who, being by me duly sworn, says that he is a SENIOR TRUST OFFICER of CITIBANK N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said BANK, that said instrument was signed and sealed on behalf of said BANK by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

DANIEL C. BROWN, JR.
Notary Public, State of New York
No. 41-4644153
* Qualified in * Queen's County *
Certificate Filed in New York County
Commission Expires March 30, 1985

* * * * *
STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this November 3/1983, before me personally appeared James R. Coulter, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

3775D

My Commission Expires April 12, 1987

Supplemental Agreement dated as of November 15, 1983 by and between Citibank, N.A., as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of December 1, 1970 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 67, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on November 25, 1970, Recordation No. 5887; and

Whereas, the parties hereto wish to amend Schedule A to, the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103-W	6,000	GATX 25943.	\$15,608.00	\$11,430.00	\$ 11,430.00	3-1957	3-1957
1 Tank Car	DOT 103-W	10,000	GATX 73300.	18,849.00	12,853.00	12,853.00	3-1956	3-1956
1 Tank Car	DOT 105A300-W	11,000	GATX 72537.	12,755.00	10,344.00	10,344.00	1-1958	1-1958
1 Tank Car	DOT 105A500-W	7,300	GATX 37843.	15,181.00	12,634.00	12,634.00	11-1957	11-1957
1 Tank Car	DOT 111A100-W-1	8,000	GATX 93763.	14,694.00	22,397.00	22,397.00	6-1969	6-1969
1 Tank Car	DOT 111A100-W-1	8,000	GATX 94248.	14,919.00	23,916.00	23,916.00	12-1969	12-1969
1 Tank Car	DOT 111A100-W-1	10,000	GATX 93596.	13,388.00	20,406.00	20,406.00	7-1969	7-1969
1 Tank Car	DOT 111A100-W-1	13,200	GATX 11356.	18,053.00	27,200.00	27,200.00	1-1970	1-1970
3 Tank Cars	DOT 111A100-W-1	13,200	GATX 93506, 93507, 93529.	16,679.00	25,422.00	76,266.00	6-1969	6-1969
2 Tank Cars	DOT 111A100-W-1	13,200	GATX 93921, 93926.	17,249.00	26,291.00	52,582.00	8-1969	8-1969
1 Tank Car	DOT 111A100-W-1	15,800	GATX 40400.	18,682.00	28,148.00	28,148.00	6-1970	6-1970
1 Tank Car	DOT 111A100-W-1	15,800	GATX 92984.	16,821.00	25,639.00	25,639.00	5-1969	5-1969
1 Tank Car	DOT 111A100-W-1	20,000	GATX 10438.	14,026.00	21,378.00	21,378.00	7-1969	7-1969
1 Tank Car	DOT 111A100-W-1	20,000	GATX 16437.	14,675.00	22,368.00	22,368.00	9-1969	9-1969
1 Tank Car	DOT 111A100-W-1	20,000	GATX 38215.	14,503.00	22,106.00	22,106.00	8-1969	8-1969
2 Tank Cars	DOT 111A100-W-1	20,000	GATX 50399, 50406.	15,583.00	23,478.00	46,956.00	5-1970	5-1970

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE REMOVED

QUANTITY		CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS		COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1	Tank Car	DOT 111A100-W-1	20,000	GATX 57357.		\$15,748.00	\$23,727.00	\$ 23,727.00	1-1970	1-1970
1	Tank Car	DOT 111A100-W-1	20,000	GATX 61899.		16,409.00	24,723.00	24,723.00	4-1970	4-1970
1	Tank Car	DOT 111A100-W-1	20,000	GATX 87809.		12,897.00	13,852.00	13,852.00	3-1961	3-1961
1	Tank Car	DOT 111A100-W-1	20,000	GATX 93619.		14,136.00	21,546.00	21,546.00	6-1969	6-1969
1	Tank Car	DOT 111A100-W-1	20,000	GATX 93689.		15,205.00	23,176.00	23,176.00	6-1969	6-1969
1	Tank Car	DOT 111A100-W-1	22,000	GATX 40121.		15,934.00	24,007.00	24,007.00	1-1970	1-1970
1	Tank Car	DOT 111A100-W-2	7,000	GATX 37838.		15,497.00	11,349.00	11,349.00	5-1957	5-1957
1	Tank Car	DOT 111A100-W-2	7,000	GATX 37841.		15,181.00	11,118.00	11,118.00	6-1957	6-1957
1	Tank Car	DOT 111A100-W-5	20,000	GATX 94630.		17,614.00	26,848.00	26,848.00	6-1969	6-1969
1	Tank Car	DOT 111A60-W-1	8,000	GATX 83546.		11,276.00	17,187.00	17,187.00	10-1969	10-1969
3	Tank Cars	DOT 111A60-W-1	16,900	GATX 94060, 94074, 94079.		20,069.00	30,588.00	91,764.00	8-1969	8-1969
1	Tank Car	DOT 111A60-W-1	23,100	GATX 10562.		20,284.00	30,561.00	30,561.00	2-1970	2-1970
1	Tank Car	DOT 111A60-W-1	23,100	GATX 14165.		18,720.00	28,533.00	28,533.00	8-1969	8-1969
2	Tank Cars	DOT 111A60-W-1	23,100	GATX 94487, 94525.		18,360.00	27,985.00	55,970.00	6-1969	6-1969
1	Tank Car	DOT 111A60-W-1	23,100	GATX 94593.		18,570.00	28,305.00	28,305.00	5-1969	5-1969
2	Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70806, 70808.		14,975.00	10,967.00	21,934.00	7-1957	7-1957

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE REMOVED

QUANTITY		CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS		COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1	Tank Car	DOT 112A340-W	26,100	GATX	94288.	\$16,032.00	\$24,436.00	\$ 24,436.00	8-1969	8-1969
1	Tank Car	DOT 112A340-W	33,500	GATX	19539.	18,658.00	29,910.00	29,910.00	12-1969	12-1969
1	Tank Car	DOT 112A340-W	33,500	GATX	96611.	18,239.00	27,800.00	27,800.00	8-1969	8-1969
1	Airslide Car	LO	2,600 Cu.Ft.	CR	878788.	10,687.00	13,773.00	13,773.00	9-1960	9-1960
2	Airslide Cars	LO	2,600 Cu.Ft.	CR	878810, 878822.	10,498.00	13,530.00	27,060.00	7-1960	7-1960
1	Airslide Car	LO	2,600 Cu.Ft.	GACX	43613.	10,151.00	11,772.00	11,772.00	3-1958	3-1958
8	Airslide Cars	LO	2,600 Cu.Ft.	GACX	43737, 43738, 43748-43753.	9,717.00	11,269.00	90,152.00	7-1958	7-1958
4	Airslide Cars	LO	2,600 Cu.Ft.	GACX	43765-43768.	9,717.00	12,079.00	48,316.00	12-1958	12-1958
1	Airslide Car	LO	2,600 Cu.Ft.	GACX	43965.	9,851.00	11,424.00	11,424.00	9-1958	9-1958
2	Airslide Cars	LO	2,600 Cu.Ft.	GACX	43970, 43971.	9,851.00	12,245.00	24,490.00	12-1958	12-1958
1	Airslide Car	LO	2,600 Cu.Ft.	GACX	43982.	9,851.00	11,424.00	11,424.00	8-1958	8-1958
1	Airslide Car	LO	2,600 Cu.Ft.	GACX	44001.	10,202.00	12,682.00	12,682.00	12-1958	12-1958
2	Airslide Cars	LO	2,600 Cu.Ft.	GACX	44012, 44017.	10,040.00	12,273.00	24,546.00	2-1959	2-1959
3	Airslide Cars	LO	2,600 Cu.Ft.	GACX	44038, 44043, 44054.	10,487.00	12,819.00	38,457.00	2-1959	2-1959
1	Airslide Car	LO	2,600 Cu.Ft.	GACX	44184.	10,258.00	13,220.00	13,220.00	6-1960	6-1960

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE REMOVED

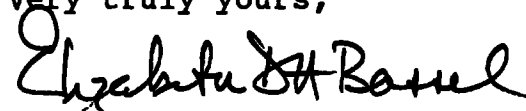
<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
3	Airstide Cars	L0	2,600 Cu.Ft. GACX 46767, 46819, 47031.	\$13,120.00	\$21,579.00	\$ 64,737.00	2-1970	2-1970
1	Airstide Car	L0	2,600 Cu.Ft. PC 878965.	10,352.00	12,005.00	12,005.00	5-1958	5-1958
1	Airstide Car	L0	4,180 Cu.Ft. DRGW 15960.	17,307.00	29,118.00	29,118.00	8-1969	8-1969
1	Airstide Car	L0	4,180 Cu.Ft. GACX 46501.	17,307.00	29,118.00	29,118.00	10-1969	10-1969
						<u>\$1,435,663.00</u>		

SCHEDULE 11
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
15 Tank Cars	DOT 111A100-W-1	22,000	GATX 23650, 23651, 23666-23678.	\$54,130.00	\$57,436.00	\$ 861,540.00	1-1980	1-1980
2 Tank Cars	DOT 111A100-W-1	12,500	GATX 90622, 90628.	41,238.00	43,756.00	87,512.00	1-1980	1-1980
4 Tank Cars	DOT 111A100-W-1	22,000	GATX 17062-17065.	46,219.00	49,041.00	196,164.00	8-1980	8-1980
4 Tank Cars	DOT 111A100-W-1	22,000	GATX 23762, 23764-23766.	46,422.00	49,256.00	197,024.00	8-1980	8-1980
1 Tank Car	DOT 111A60-W-1	20,000	GATX 34211.	47,217.00	50,100.00	50,100.00	8-1980	8-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 52602.	40,920.00	43,419.00	43,419.00	8-1980	8-1980
27						\$1,435,759.00		

If you have any questions, feel free to call me at
(312) 621-6593.

Very truly yours,


Elizabeth D.H. Bassel

EDHB/kjp

3851D

Enclosures